

## GRIFOLS, S.A.

### ORDINARY GENERAL SHAREHOLDERS' MEETING

The Board of Directors has resolved to call the shareholders of Grifols, S.A. (the “**Company**”) to the Ordinary General Shareholders’ Meeting that will be held on first call, at Hotel Rey Juan Carlos I, Avenida Diagonal, 661-671, 08028 Barcelona, at 12:00 a.m. CET, on May 15, 2009, and at the same place and time, on May 16, 2009, on second call, with the following

#### Agenda

- First.** Review and approval, as the case may be, of the individual annual accounts, management report as well as the proposal of allocation of results relating to fiscal year ended December 31, 2008
- Second.** Review and approval, as the case may be, of the consolidated annual accounts and management report relating to fiscal year ended December 31, 2008
- Third.** Review and approval, as the case may be, of the performance of the Board of Directors throughout fiscal year ended December 31, 2008
- Fourth.** Re-election of auditors for the individual annual accounts
- Fifth.** Re-election of auditors for the consolidated annual accounts
- Sixth.** Ratification of the appointment by co-optation of the director Ms. Anna Vega Lluch
- Seventh.** Approval of the Board members’ remuneration
- Eighth.** Approval of the proposal of the Board of Directors to distribute one or more dividends against the fiscal year results.
- Ninth.** Authorization for the derivative acquisition of the Company’s treasury stock, revoking and invalidating the prior authorization granted by the General Shareholders’ Meeting on June 13, 2008
- Tenth.** Granting of powers of attorney to execute and formalize the resolutions passed at the Meeting

#### Right to information

From the date hereof, the shareholders have the right to examine at the registered office of the Company (Torre Mapfre, calle Marina, 16-18, planta 26, 08005 Barcelona), through the corporate website ([www.grifols.com](http://www.grifols.com)), and to obtain and request the immediate delivery of the following documents free of charge:

- (i) Proposed resolutions corresponding to the items included on the Agenda of the General Shareholders’ Meeting;

- (ii) Individual and consolidated annual accounts of the Company relating to fiscal year ended December 31, 2008, together with the relevant management reports (including the explanatory report pursuant to the provisions of Article 116.bis of the Spanish Securities Market Act (*Ley del Mercado de Valores*) and the audit reports; and
- (iii) The annual corporate governance report relating to fiscal year ended December 31, 2008.

Additionally, pursuant to the provisions of Article 112 of the Spanish Corporation Act (*Ley de Sociedades Anónimas*) and Article 9 of the Regulations of the General Shareholders' Meeting, from the date of publication of the call of the General Shareholders' Meeting and up to the seventh day prior to the date scheduled for the General Meeting, the shareholders may request from the Board of Directors the information and clarifications that they deem necessary, or formulate in writing any questions they deem pertinent regarding the items included on the public information that has been provided by the Company to the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) since the last General Meeting (June 13, 2008).

#### **Right to attend**

All shareholders may attend the General Shareholders' Meeting, provided they have the shares registered in their name in the corresponding registry of book entries at least five days prior to the day on which the General Shareholders' Meeting is to be held.

In order to exercise the right of attendance, the shareholders must have the corresponding attendance card issued by the entities responsible for the registry of book entries.

Every shareholder having the right to attend may be represented by proxy through another person, even though such person is not a shareholder. Representation shall be conferred, specifically for this General Shareholders' Meeting, in writing or via remote electronic means as set forth below.

#### **Voting and distance delegation**

The shareholders may cast their vote regarding the proposals included on the agenda by the following remote means of communication:

- (a) by postal correspondence, by sending the attendance card duly signed and indicating the direction of their vote; and
- (b) by electronic communication through the corporate website ([www.grifols.com](http://www.grifols.com)), provided that the electronic document through which the vote is rendered includes a recognized electronic signature, pursuant to the Electronic Signature Act (*Ley de Firma Electrónica*), or as deemed to be valid by the Board of Directors.

Likewise, the shareholders may confer their representation, specifically for this General Shareholders' Meeting, by the following remote means of communication:

- (a) by postal correspondence, by sending the proxy section of the attendance card duly signed and indicating the name and the Identification Card number of the person they are representing; and
- (b) by electronic communication through the corporate website ([www.grifols.com](http://www.grifols.com)), provided that the electronic document through which the vote is rendered includes a recognized electronic signature, pursuant to the Electronic Signature Act (*Ley de Firma Electrónica*), or as deemed to be valid by the Board of Directors.

In order to be valid, votes and distance delegation must be received by the Company at least five (5) days prior to the date set for the General Shareholders' Meeting.

The Company reserves the right to amend, suspend, cancel or restrict the electronic voting and proxy mechanisms for technical or security reasons. The Company further reserves the right to request additional identification from shareholders as and when it may so deem convenient to guarantee the identity of those concerned, the authenticity of the vote or proxy and, in general, the legal certainty of the General Shareholders' Meeting.

The Company will not be responsible for any damages caused to shareholders due to unavailability or failure of the effective functioning of its website and the services and contents provided through such site resulting from any faults, overload, fallen lines, connection faults or whatsoever other similar incidents beyond the Company's control, which prevent the use of the electronic voting and proxy mechanisms.

The electronic mechanisms for voting and delegation will be operative through electronic means as of April 30, 2009 up to May 9, 2009, at 23:59:59 h.

### **Participation of Public Notary**

Pursuant to article 114 of the Spanish Corporation Act (*Ley de Sociedades Anónimas*), the Board of Directors has agreed to request the presence of a Notary Public to draw up the minutes of the General Shareholders' Meeting.

### **Personal Data**

The personal data sent by the shareholders in order to exercise their right to information or exercise or delegate their right to attend and vote shall be dealt by the Company with the sole purpose of managing the development and compliance the aforementioned rights, being the shareholders entitled to exercise, if required by law, their rights of access, correction, cancellation and challenge of the data collected provided for in the current legislation on personal data protection.

### **Holding of the General Shareholders' Meeting**

The shareholders are informed that the Meeting is scheduled to be held on first call, that is, on May 15, 2009 at 12:00 h at the place first written above.

Barcelona, April 3, 2009  
The Secretary to the Board of Directors  
Raimon Grifols Roura